

GATX

GENERAL AMERICAN
TRANSPORTATION CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6200

No. 1097
Date SEP 2 1980

August 29, 1980

Secretary of the Interstate
Commerce Commission
Washington, D.C.

RECORDATION NO. 4451-F Filed 1423

SEP 2 1980 - 3 20 PM

RE: GENERAL AMERICAN TRANSPORTATION CORPORATION EQUIPMENT TRUST
SERIES 64

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of August 15, 1980 deleting a portion of the railroad cars covered by a Trust Agreement, together with our check for \$10.00 to cover the filing and recordation fees.

Said Agreement was recorded in the office of the Secretary of the Interstate Commerce Commission on July 27, 1967, under Recordation No. 4451.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily various railroad cars of various DOT and AAR Classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said Bill of Sale are:

Citibank, N.A.
7 Hanover Square
New York, New York 10004

General American Transportation Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
Attention: Mr. L. J. Kaye, Controller

I am Controller of General American Transportation Corporation ("GATC"), having knowledge of the matters set forth herein.

Very truly yours,
L. J. Kaye
L. J. Kaye
Controller-GATC

LJK/meb
Encl.

Cindy Altemus

Interstate Commerce Commission
Washington, D.C. 20423

9/2/80

OFFICE OF THE SECRETARY

L.J.Kaye
Controller-GATC
General American Transp. Corp.
120 South Riverside Plaza
Chicago, Illinois 60606

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **9/2/80** at **3:20pm**, and assigned re-recording number(s). **4451-F**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 64

RECORDATION NO. 4451-F Filed 1425

SEP 2 1980 -8 20 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF August 15, 1980
TO EQUIPMENT TRUST AGREEMENT DATED AS OF August 1, 1967

BY AND BETWEEN

CITIBANK, N.A., TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of August 15-,
1980 by and between Citibank, N.A.,
a A National Banking Association, as Trustee, and GATX Corporation,
a New York corporation formerly known as General American
Transportation Corporation.

WHEREAS, the parties hereto entered into an Equipment
Trust Agreement dated as of August 1,, 1967 (the "Agreement")
creating General American Transportation Corporation Equipment
Trust, Series 64, which Agreement was filed and recorded with
the Interstate Commerce Commission pursuant to Section 20c of
the Interstate Commerce Act on July 27, 1967,
Recordation No. 4451; and

WHEREAS, the parties hereto wish to amend Schedule A
to the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule A
to the Agreement is hereby amended by:

(a) deleting therefrom the units of Trust Equipment
described in Schedule I attached hereto, and

(b) substituting therefor the units of Equipment
described in Schedule II attached hereto.

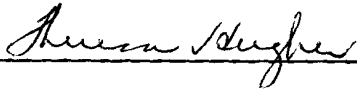
IN WITNESS WHEREOF, the parties hereto have caused
these presents to be signed in their respective corporate

names and their respective corporate seals to be hereunto
affixed, duly attested, as of August 13, 1980.

CITIBANK, N.A.

By: 

ATTEST:

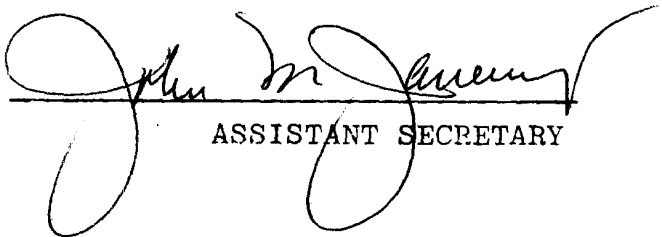


GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

By: 

G. C. YATES, SENIOR VICE PRESIDENT

ATTEST:


ASSISTANT SECRETARY

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 15th day of August, 1980, before me personally appeared J. Byrnes, to me personally known, who, being by me duly sworn, says that he is Senior Trust Officer of Citibank NA that one of the seals affixed to the foregoing instrument is the corporate seal of said Citibank NA that said instrument was signed and sealed on behalf of said Citibank NA by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Citibank NA.

H. Douglas Hunter
Notary Public
H. DOUGLAS HUNTER
Notary Public, State of New York
No. 31-4707895
Qualified in New York County
Term expires March 30, 1981

* * * * *

STATE OF ILLINOIS)
) ss.:
COUNTY OF C O O K)

On this 13 day of August, 1980, before me personally appeared G. C. YATES, to me personally known, who being by me duly sworn, says that he is SENIOR VICE PRESIDENT of GATX CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

James H. Dun
Notary Public

SCHEDULE 1

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 64

CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH		VALUE EACH		TOTAL VALUE	YEAR	
									INTO	ACQUIRED
1 Tank Car	DOT 103-W	10,000	GATX 75438.	\$ 8,363.00	\$ 6,592.00	\$ 6,592.00			9-1957	9-1957
2 Tank Cars	ICC 103-W	10,000	GATX 97513, 97519.	14,210.00	18,725.00	37,450.00			9-1966	9-1966
2 Tank Cars	ICC 103-W	10,000	GATX 97534, 97540.	14,210.00	18,725.00	37,450.00			10-1966	10-1966
1 Tank Car	DOT 103B-W	8,000	GATX 72429.	10,281.00	7,319.00	7,319.00			3-1957	3-1957
1 Tank Car	DOT 105A100-W	11,000	GATX 72502.	11,104.00	8,752.00	8,752.00			8-1957	8-1957
1 Tank Car	DOT 105A300-W	11,000	GATX 76421.	10,445.00	7,436.00	7,436.00			5-1957	5-1957
3 Tank Cars	DOT 105A500-W	10,800	GATX 83078, 83088, 83092.	13,055.00	9,737.00	29,211.00			3-1958	3-1958
1 Tank Car	ICC 111A60-W-1	10,000	GATX 86576.	15,055.00	19,838.00	19,838.00			9-1966	9-1966
1 Tank Car	ICC 111A100-W-1	20,000	GATX 50780.	14,153.00	18,650.00	18,650.00			1-1967	1-1967
1 Tank Car	ICC 111A100-W-1	15,000	GATX 38440.	16,058.00	21,160.00	21,160.00			1-1967	1-1967
1 Tank Car	ICC 111A100-W-1	20,000	GATX 98917.	14,408.00	18,986.00	18,986.00			1-1967	1-1967
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99951.	14,942.00	19,689.00	19,689.00			8-1966	8-1966
1 Tank Car	ICC 111A60AL-W	20,000	GATX 87365.	26,705.00	35,190.00	35,190.00			9-1966	9-1966
1 Tank Car	ICC 114A340-W	12,200	GATX 98007.	13,706.00	18,061.00	18,061.00			10-1966	10-1966
1 Tank Car	ICC 105A300-W	23,500	GATX 97103.	19,901.00	26,224.00	26,224.00			9-1966	9-1966
1 Tank Car	ICC 111A100-W-1	20,000	GATX 97721.	14,338.00	18,894.00	18,894.00			1-1967	1-1967

\$530,902.00

SCHEDULE 11

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 64

CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 103-W	6,000	GATX 5003.	\$12,158.00	\$11,229.00	\$ 11,229.00	11-1960	11-1960
3 Tank Cars	DOT 103-W	6,000	GATX 31200-31202.	23,743.00	21,929.00	65,787.00	11-1960	11-1960
1 Tank Car	DOT 103-W	6,000	GATX 31213.	24,660.00	22,776.00	22,776.00	11-1960	11-1960
2 Tank Cars	DOT 103-W	6,000	GATX 54446, 54447.	15,338.00	14,166.00	28,332.00	10-1960	10-1960
1 Tank Car	DOT 103-W	6,000	GATX 60102.	8,055.00	6,958.00	6,958.00	9-1959	9-1959
1 Tank Car	DOT 103-W	6,000	GATX 60596.	11,781.00	10,064.00	10,064.00	5-1960	5-1960
1 Tank Car	DOT 103-W	6,000	GATX 70375.	10,808.00	9,982.00	9,982.00	9-1960	9-1960
3 Tank Cars	DOT 103-W	6,000	GATX 81069-81071.	8,620.00	7,364.00	22,092.00	1-1960	1-1960
6 Tank Cars	DOT 103-W	6,000	GATX 85370, 85371, 85373- 85376.	13,471.00	11,508.00	69,048.00	7-1960	7-1960
1 Tank Car	DOT 103-W	6,000	GATX 85377.	13,471.00	12,442.00	12,442.00	9-1960	9-1960
3 Tank Cars	DOT 103-W	6,000	GATX 86800-86802.	11,777.00	10,174.00	30,522.00	10-1959	10-1959
1 Tank Car	DOT 103-W	6,000	GATX 86803.	13,737.00	11,736.00	11,736.00	5-1960	5-1960
1 Tank Car	DOT 103-W	6,000	GATX 86804.	12,263.00	11,326.00	11,326.00	9-1960	9-1960
1 Tank Car	DOT 103E-W	8,000	GATX 71100.	20,316.00	18,764.00	18,764.00	9-1960	9-1960